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AMENDMENT TO LEASE INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE dated as of the 4th day of May, 1976, between UNITED STATES RAILWAY LEASING COMPANY ("United") and THE PICKENS RAILROAD COMPANY ("Pickens").

WHEREAS, United has heretofore leased to Pickens two hundred (200) new 50'6" 70-ton single sheathed box cars under that certain Lease Agreement dated as of October 7, 1975 ("Lease"), and recorded with the Interstate Commerce Commission as Recordation No. 8112; and

WHEREAS, Pickens has changed the car reporting marks applicable to such cars; and

WHEREAS, the parties hereto wish to reflect said change in writing and record the same with the Interstate Commerce Commission.

NOW, THEREFORE, in consideration of the premises and the payment by Pickens to United of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto hereby agree as follows:

1. Exhibit A to the Lease is amended by deleting therefrom car reporting marks "PICK 50250 to 50449, both inclusive," and substituting therefor the car reporting marks "PICK 1777 to 1976, both inclusive."

2. Rider No. 2 to the Lease is amended by deleting from the second Whereas clause on Page 1 thereof the car reporting marks "PICK 50250 to 50449, both inclusive," and substituting therefor the car reporting marks "PICK 1777 to 1976, both inclusive."

4. All other terms and provisions of the Lease remain in full force and effect, and the Lease as hereby amended, is hereby ratified, confirmed and approved.

UNITED STATES RAILWAY LEASING COMPANY

By: *E. F. Selmonson*
Vice President

Attest:


Assistant Secretary

THE PICKENS RAILROAD COMPANY

By: John H. Ross
President

J. J. Mawitt
Secretary

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 5th day of May, 1976, before me personally appeared G. L. Anderson to me personally known, who being by me duly sworn says that he is Vice President of the United States Railway Leasing Company, and Paul R. Leak to me personally known to be the Assistant Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michael J. Zander
Notary Public

My Commission Expires: 6/19/79

STATE OF Illinois)
)
COUNTY OF Rock)

SS:

On this 6th day of May, 1976, before me personally appeared John H. Rees to me personally known, who being by me duly sworn, says that he is Vice President of Pickens Railroad and John A. Mariscotti to me personally known to be the Assistant Secretary of said corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Wesley M. McKim
Notary Public

My Commission Expires: March 11-1980